

January 17, 1990

**Itel Rail Corporation**

55 Francisco Street  
San Francisco, CA 94133  
(415) 984-4000  
(415) 781-1035 Fax

RECORDATION NO. 14605-F  
FILED JAN 23 1990

JAN 23 1990 - 12:22 PM

INTERSTATE COMMERCE COMMISSION

Hon. Noretta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

**Re: Amendment No. 1 to Sublease Agreement dated as of July 3, 1984, between Minnesota, Dakota and Western Railroad Company and Burlington Northern Railroad Company**

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in three (3) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$15 recordation fee.

Please record this Amendment under the Sublease Agreement dated as of July 3, 1984, between Minnesota, Dakota and Western Railroad Company and Burlington Northern Railroad Company, which was filed with the ICC on March 28, 1985, under Recordation No. 14605.

The parties to the aforementioned instrument are listed below:

Minnesota, Dakota and Western Railroad Company (Sublessor)  
First Avenue  
International Falls, Minnesota 56649

Burlington Northern Railroad Company (Sublessee)  
777 Main Street  
Fort Worth, Texas 76102

This Amendment extends the term of the Sublease Agreement until June 30, 1990.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

*patricia schumacker*

Patricia Schumacker  
Legal Assistant

14605-F

JAN 23 1990 - 2:50 PM

INTERIOR COMMERCE COMMISSION

AMENDMENT NO. 1 TO BOXCAR SUBLEASE

AMENDMENT NO. 1 (the "Amendment") to that certain Boxcar Sublease Agreement, dated as of July 3, 1984 (the "Sublease"), between MINNESOTA, DAKOTA AND WESTERN RAILROAD COMPANY as sublessor ("Sublessor") and BURLINGTON NORTHERN RAILROAD COMPANY as sublessee ("Sublessee") is made this 27th day of December, 1989.

R E C I T A L S:

- A. Sublessor and Sublessee are parties to the Sublease pursuant to which ninety-nine (99) boxcars bearing the reporting marks BN 3777124-377222 as described on Equipment Schedule No. 4, the term for which expires as of January 2, 1990, are leased to Sublessee by Sublessor.
- B. Lessor and Lessee desire to extend the term of these Cars pursuant to the terms the Sublease, until June 30, 1990.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree to amend the Agreement as follows:

- 1. All terms defined in the Sublease shall have the meanings defined therein when used in this Amendment.
- 2. Sublessor shall continue to supply to Sublessee, under the terms and conditions of the Sublease, the Cars on Equipment Schedule No. 4, the term of which expires on January 2, 1990, until June 30, 1990.
- 3. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect.

4. This Amendment may be executed by the parties hereto in multiple counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

MINNESOTA, DAKOTA AND WESTERN  
RAILROAD COMPANY

BURLINGTON NORTHERN  
RAILROAD COMPANY

BY: *Robert W. Walters*

BY: *Thomas C. Hoff*

TITLE: *Vice President*

TITLE: *Director Equipment Management*

DATE: *12/27/89*

DATE: *December 18, 1989*

ACKNOWLEDGEMENT AND CONSENT:  
ITEL RAIL CORPORATION

BY: *J. Manasco*

TITLE: *Senior Vice President Marketing*

DATE: *January 5, 1990*

STATE OF IDAHO )  
COUNTY OF ADA )

ss:

On this 27<sup>th</sup> day of December, 1989, before me personally appeared Robert W. Watters to me personally known, who being by me duly sworn says that such person is Vice President of Minnesota, Dakota and Western Railroad Company that the foregoing Amendment No. 1 to the Boxcar Sublease was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

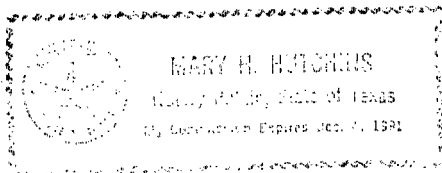
Shirley A. Freer  
Notary Public

My commission expires  
July 21, 1993

STATE OF TEXAS )  
COUNTY OF TARRANT )

ss:

On this 18<sup>th</sup> day of DECEMBER, 1989, before me personally appeared THOMAS C. HOFF, to me personally known, who being by me duly sworn says that such person is DIRECTOR, EQUIP. MGMT. of Burlington Northern Railroad Company that the foregoing Amendment No. 1 to Boxcar Sublease was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Mary H. Hutchins  
Notary Public